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March 16, 2004

RECEIVED

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Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: File Nos. SES-T/C-20030918-01300; ITC-T/C-20030918-00450; ITC-T/C-20030918-00449; WC Docket No. 03-215; and 0001449794.

Dear Ms. Dortch:

This letter is to notify the FCC that the parties to the applications associated with the above-referenced file numbers will not consummate the transaction described in the applications as approved by the Commission.¹ In addition, this letter requests withdrawal of the above-referenced applications to transfer control of satellite earth station and wireless licenses, which remain pending before the Commission.

The above-referenced applications proposed a transfer of control of Verestar, Inc. and Verestar Networks, Inc. from their parent company, American Tower Corporation, to SkyTerra Communications, Inc. ("SkyTerra"). Subsequent to the filing of the applications, on December 22, 2003, Verestar, Inc. and its subsidiaries, Verestar Networks, Inc. and Verestar International, Inc., commenced voluntary cases under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy

¹ The FCC granted the application associated with File Nos. ITC-T/C-20030918-00450 and ITC-T/C-20030918-00449 (transfer of control of international Section 214 authorizations) in Report No. TEL-00726, DA 03-3462 (rel. Oct. 30, 2003). In addition, the FCC granted the transfer of control of the domestic Section 214 authorization associated with the application in Public Notice, WC Docket No. 03-215, DA 03-3582 (rel. Nov. 10, 2003).

The application associated with File No. 0001449794 (transfer of control of wireless authorizations) was consented to by the FCC on the ULS. *See also* Public Notice, Report No. 1701 (rel. Dec. 24, 2003). The application associated with File No. SES-T/C-20030918-01300 (transfer of control of earth station licenses) has not been approved.

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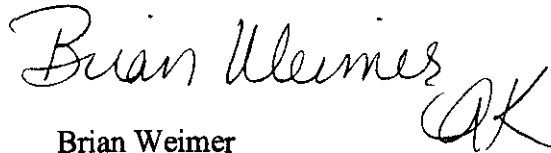
Court").² Verestar, Inc. (Debtor-in-Possession) and its subsidiaries (collectively, "Verestar") have signed a new agreement with SkyTerra that contemplates the purchase of the assets of Verestar by SkyTerra. The new agreement is subject to a competitive bidding process by third parties and approval by the Bankruptcy Court. After consultation with the Commission staff, Verestar has determined that any transaction ultimately approved by the Bankruptcy Court would require Verestar to file new applications for Commission approval regardless of which entity ultimately acquires the right to purchase the assets of Verestar. Thus, by their attorneys, the parties to the above-referenced applications respectfully notify the FCC that those applications already granted will not be consummated, and they request the withdrawal of the pending earth station and wireless transfer applications.

Should you have any questions regarding this submission, please contact Angie Kronenberg at 202-303-1143.

Sincerely,



Thomas Jones
Angie Kronenberg
Counsel for Verestar, Inc. (Debtor-in-Possession)



Brian Weimer
Counsel for SkyTerra Communications, Inc.

cc: Tracey Wilson, Wireline Competition Bureau
Susan O'Connell, International Bureau
Joann Lucanik, International Bureau
Jeanette Spriggs, International Bureau
Imani Ellis-Cheek, International Bureau
Jeffrey Tobias, Wireless Telecommunications Bureau

² On December 31, 2003, involuntary, *pro forma* assignment applications were filed with the FCC concerning the authorizations held by Verestar, Inc. and Verestar Networks, Inc. Verestar International, Inc. does not hold any FCC authorizations.

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